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**ASSOCIATED OFFICE**

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RECORDATION NO 16698 FILED 1425 December 29, 1989

RECORDATION NO 16698 FILED 1425

BY HAND DEC 29 1989 -2 30 PM

DEC 29 1989 -2 30 PM  
INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION  
Noretta R. McGee  
Secretary  
Interstate Commerce Commission  
12th Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RECORDATION NO 16698-B FILED 1425

Dear Ms. McGee:

DEC 29 1989 -2 30 PM

Enclosed are the originals and one copy of certain documents, described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. The documents to be recorded are: (1) an Equipment Lease Agreement, a primary document, dated as of December 15, 1989; (2) a Lease Supplement No. 1, a secondary document, dated as of December 29, 1989; (3) a Lease Assignment, a secondary document, dated as of December 15, 1989; (4) an Equipment Trust and Security Agreement, a primary document, dated as of December 15, 1989; and (5) an Equipment Trust and Security Agreement Supplement No. 1, a secondary document, dated as of December 29, 1989.

The names and addresses of the parties to the documents are as follows:

Equipment Lease Agreement and Lease Supplement No. 1

Owner-Trustee:

Wilmington Trust Company  
Rodney Square North  
Wilmington, DE 19890

Lessee:

Soo Line Railroad Company  
Soo Line Railroad Building  
105 South Fifth Street  
Minneapolis, MN 55440

RECORDATION NO 16698-D FILED 1425

DEC 29 1989 -2 30 PM  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO 16698-C FILED 1425

DEC 29 1989 -2 30 PM  
INTERSTATE COMMERCE COMMISSION

*Counterparts - J. McGee*

Noreta R. McGee  
December 29, 1989  
Page 2

Lease Assignment

Assignor:

Wilmington Trust Company  
Rodney Square North  
Wilmington, DE 19890

Assignee:

The Connecticut Bank & Trust Company,  
National Association  
One Constitutional Plaza  
Hartford, Conn. 06115

Equipment Trust and Security Agreement and Equipment Trust  
and Security Agreement Supplemental No. 1

Owner-Trustee:

Wilmington Trust Company  
Rodney Square North  
Wilmington, DE 19890

Security Trustee:

The Connecticut Bank and Trust Company,  
National Association  
One Constitutional Plaza  
Hartford, Conn. 06115

A description of the equipment covered by this document follows:

172 4,000 cubic feet open top hopper cars, bearing Soo road numbers: SOO 61963 through 62127 (both inclusive); SOO 62129; SOO 62130; SOO 62150; SOO 62152; SOO 62153; SOO 62186; SOO 62283.

128 4,000 cubic feet open top hopper cars, bearing Soo road numbers: SOO 62132 through 62149 (both inclusive); SOO 62151; SOO 62154; SOO 62155; SOO 62157 through 62165 (both inclusive); SOO 62174 through 62185 (both inclusive); SOO 62187 through 62189 (both inclusive); SOO 62201 through 62203 (both inclusive); SOO 62212 through 62257 (both inclusive); SOO 62264 through 62282 (both inclusive); SOO 62284 through 62298 (both inclusive).

Noreta R. McGee  
December 29, 1989  
Page 3

A fee of \$30.00 is enclosed to cover these recordations. Please stamp and return to the messenger any documents not needed by the Commission for recordation, along with a stamped copy of this letter.

A short summary of the documents, to appear in the Commission's index, follows:

Equipment Lease Agreement:

Equipment Lease Agreement between Wilmington Trust Company, Rodney Square North, Wilmington, DE 19890 and Soo Line Railroad Company, Soo Line Railroad Building, 105 South Fifth Street, Minneapolis, MN 55440 dated as of December 15, 1989 and covering 172 4,000 cubic foot open top hopper cars, bearing Soo road numbers: SOO 61963 through 62127 (both inclusive); SOO 62129; SOO 62130; SOO 62150; SOO 62152; SOO 62153; SOO 62186; SOO 62283; and 128 4,000 cubic feet open top hopper cars, bearing Soo road numbers: SOO 62132 through 62149 (both inclusive); SOO 62151; SOO 62154; SOO 62155; SOO 62157 through 62165 (both inclusive); SOO 62174 through 62185 (both inclusive); SOO 62187 through 62189 (both inclusive); SOO 62201 through 62203 (both inclusive); SOO 62212 through 62257 (both inclusive); SOO 62264 through 62282 (both inclusive); SOO 62284 through 62298 (both inclusive).

Lease Supplement No. 1:

Lease Supplement No. 1 between Wilmington Trust Company, Rodney Square North, Wilmington, DE 19890 and Soo Line Railroad Company, Soo Line Railroad Building, 105 South Fifth Street, Minneapolis, MN 55440 dated as of December 29, 1989 and covering 172 4,000 cubic feet open top hopper cars, bearing Soo road numbers: SOO 61963 through 62127 (both inclusive); SOO 62129; SOO 62130; SOO 62150; SOO 62152; SOO 62153; SOO 62186; SOO 62283; and 128 4,000 cubic feet open top hopper cars, bearing Soo road numbers: SOO 62132 through 62149 (both inclusive); SOO 62151; SOO 62154; SOO 62155; SOO 62157 through 62165 (both inclusive); SOO 62174 through 62185 (both inclusive); SOO 62187 through 62189 (both inclusive); SOO 62201 through 62203 (both inclusive); SOO 62212 through 62257 (both inclusive); SOO 62264 through 62282 (both inclusive); SOO 62284 through 62298 (both inclusive).

Lease Assignment:

Lease Assignment between Wilmington Trust Company, Rodney Square North, Wilmington, DE 19890 and The Connecticut Bank & Trust Company, National Association, One Constitutional Plaza, Hartford, Connecticut 06115, dated as of December 15, 1989 and

Noreta R. McGee  
December 29, 1989  
Page 4

covering 172 4,000 cubic feet open top hopper cars, bearing Soo road numbers: SOO 61963 through 62127 (both inclusive); SOO 62129; SOO 62130; SOO 62150; SOO 62152; SOO 62153; SOO 62186; SOO 62283; and 128 4,000 cubic feet open top hopper cars, bearing Soo road numbers: SOO 62132 through 62149 (both inclusive); SOO 62151; SOO 62154; SOO 62155; SOO 62157 through 62165 (both inclusive); SOO 62174 through 62185 (both inclusive); SOO 62187 through 62189 (both inclusive); SOO 62201 through 62203 (both inclusive); SOO 62212 through 62257 (both inclusive); SOO 62264 through 62282 (both inclusive); SOO 62284 through 62298 (both inclusive).


Equipment Trust and Security Agreement:

Equipment Trust and Security Agreement between Wilmington Trust Company, Rodney Square North, Wilmington, DE 19890 and The Connecticut Bank & Trust Company, National Association, One Constitutional Plaza, Hartford, Connecticut 06115, dated as of December 15, 1989 and covering Notes of the Owner-Trustee in an aggregate principal amount not to exceed \$9,765,000.

Equipment Trust and Security Agreement Supplement No. 1:

Equipment Trust and Security Agreement Supplement No. 1 between Wilmington Trust Company, Rodney Square North, Wilmington, DE 19890 and The Connecticut Bank & Trust Company, National Association, One Constitutional Plaza, Hartford, Connecticut 06115, dated as of December 29, 1989 and covering Notes of the Owner-Trustee in an aggregate principal amount not to exceed \$9,765,000.

Sincerely,

  
Terence M. Hynes

# Interstate Commerce Commission

Washington, D.C. 20423

12/29/89


OFFICE OF THE SECRETARY

Terence M. Hynes  
Sidley & Austin  
1722 Eye Street, N. W.  
Washington, D. C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/29/89 at 2:30PM, and assigned recordation number(s). 16698, 16698-A, 16698-B, 16698-C and 16698-D

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

DEC 29 1989 -2 30 PM

INTERSTATE COMMERCE COMMISSION  
EQUIPMENT TRUST AND SECURITY AGREEMENT  
SUPPLEMENT NO. 1

EQUIPMENT TRUST AND SECURITY AGREEMENT SUPPLEMENT NO. 1 (this "Supplement") dated December 29, 1989, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not individually but solely as Trustee (the "Owner-Trustee") under Soo Line Trust No. 89-1, and THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association (the "Security Trustee").

W I T N E S S E T H:

The Equipment Trust and Security Agreement dated as of December 15, 1989 (herein called the "Security Agreement") from the Owner-Trustee to the Security Trustee, provides for the execution and delivery of a Supplement thereto substantially in the form hereof, which shall particularly describe the Items of Equipment (such term and other defined terms in the Security Agreement being herein used with the same meanings) being settled for on the date hereof and shall specifically grant a security interest in such Items of Equipment;

The Owner-Trustee in consideration of the premises and other good and valuable consideration, receipt whereof is hereby acknowledged, and intending to be legally bound, and in order to secure the equal and pro rata payment of both the principal of and interest and premium, if any, upon all Notes at any time outstanding under the Security Agreement according to their tenor and effect, and to secure the payment of all other Secured Indebtedness and the performance and observance of all the covenants and conditions contained in the Notes, the Security Agreement and the Participation Agreement, does hereby convey, warrant, mortgage, assign, pledge and grant unto the Security Trustee, its successors in trust and assigns, forever, for the ratable use and benefit of the holders of the Notes, a security interest in, all right, title and interest of the Owner-Trustee in the Items of Equipment described in Schedule 1 attached hereto, as the same is now and will hereafter be constituted, whether now owned by the Owner-Trustee or hereafter acquired, leased or to be leased under the Lease, together with all accessories, equipment, parts and appurtenances appertaining or attached to such Items of Equipment, whether now owned or hereafter acquired, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to such Items of Equipment together with all the rents, issues, income, profits and avails thereof, subject, however, to the interest of the Lessee under the Lease.

TO HAVE AND TO HOLD the aforesaid property unto the Security Trustee, its successors and assigns forever, upon the terms and conditions set forth in the Security Agreement for the equal and proportionate benefit, security and protection of all present and future holders of the Notes.

This Supplement shall be construed in connection with and as part of the Security Agreement and all terms, conditions and covenants contained in the Security Agreement, except as herein modified, shall be and remain in full force and effect.

Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Security Agreement-Trust Deed Supplement may refer to the "Security Agreement-Trust Deed dated as of December 15, 1989" or the "Security Agreement" without making specific reference to this Security Agreement-Trust Deed Supplement, but nevertheless all such references shall be deemed to include this Security Agreement-Trust Deed Supplement unless the context shall otherwise require.

This Supplement may be executed and delivered in any number of counterparts, each of such counterparts constituting an original but all together only one Supplement.

This Supplement shall be construed in accordance with and governed by the laws of the State of Illinois.

IN WITNESS WHEREOF, the Owner-Trustee has caused this Supplement to be executed, and The Connecticut Bank and Trust Company, National Association in evidence of its acceptance of the trusts hereby created, has caused this Supplement to be executed on its behalf by one of its duly authorized officers.

WILMINGTON TRUST COMPANY, not  
individually but solely as  
Trustee under Soo Line Trust  
No. 89-1

By: 

Its: \_\_\_\_\_

AS OWNER-TRUSTEE

THE CONNECTICUT BANK AND TRUST  
COMPANY, NATIONAL ASSOCIATION

By: 

Its: \_\_\_\_\_

Vice President

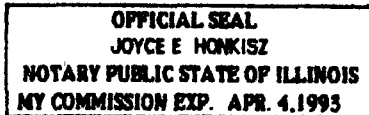
AS SECURITY TRUSTEE



*Illinois*  
STATE OF ~~DELAWARE~~ )  
*Cook* ) SS  
COUNTY OF ~~NEW CASTLE~~ )

On this 28<sup>th</sup> day of December, 1989, before me personally appeared William B. Sowden III, to me personally known, who being by me duly sworn, says that he is a Vice-President of Wilmington Trust Company, that said instrument was signed on behalf of said corporation in its capacity as Owner-Trustee under the Soo Line Trust No. 89-1 by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)



*Joyce E. Honkisz*  
\_\_\_\_\_  
Notary Public

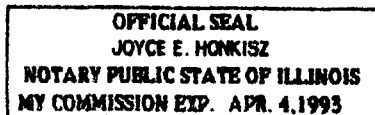
My commission expires

April 4, 1993

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 28<sup>th</sup> day of December, 1989, before me personally appeared Mason M. Lemont, to me personally known, who being by me duly sworn, says that he is a Vice President of The Connecticut Bank and Trust Company, National Association that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)



*Joyce E. Honkisz*  
\_\_\_\_\_  
Notary Public

My commission expires:

April 4, 1993

DESCRIPTION OF ITEMS OF EQUIPMENT

<u>Identifying Marks and Numbers</u>	<u>Number of Cars</u>	<u>Purchase Price Each</u>	<u>Total Purchase Price</u>
OPEN TOP HOPPER CARS:			
SOO			
61963-62127	165	\$40,014.67	\$6,602,420.55
62129-62130	2	\$40,014.67	80,029.34
62150	1	\$40,014.67	\$40,014.67
62152-62153	2	\$40,014.67	\$80,029.34
62186	1	\$40,014.67	\$40,014.67
62283	1	\$40,014.67	\$40,014.67
TOTAL OPEN TOP HOPPER CARS	172		\$6,882,523.24

SCHEDULE 1  
(To Equipment Trust and Security Agreement Supplement No. 1)

16698 -D  
REGISTRATION NO. \_\_\_\_\_ FILED 1425

EQUIPMENT TRUST AND SECURITY AGREEMENT  
SUPPLEMENT NO. 1

DEC 29 1989 -2 30 PM  
INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST AND SECURITY AGREEMENT SUPPLEMENT NO. 1  
(this "Supplement") dated December 29, 1989, between WILMINGTON  
TRUST COMPANY, a Delaware banking corporation, not individually  
but solely as Trustee (the "Owner-Trustee") under Soo Line Trust  
No. 89-1, and THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL  
ASSOCIATION, a national banking association (the "Security  
Trustee").

W I T N E S S E T H:

The Equipment Trust and Security Agreement dated as of  
December 15, 1989 (herein called the "Security Agreement") from  
the Owner-Trustee to the Security Trustee, provides for the  
execution and delivery of a Supplement thereto substantially in  
the form hereof, which shall particularly describe the Items of  
Equipment (such term and other defined terms in the Security  
Agreement being herein used with the same meanings) being settled  
for on the date hereof and shall specifically grant a security  
interest in such Items of Equipment;

The Owner-Trustee in consideration of the premises and  
other good and valuable consideration, receipt whereof is hereby  
acknowledged, and intending to be legally bound, and in order to  
secure the equal and pro rata payment of both the principal of and  
interest and premium, if any, upon all Notes at any time  
outstanding under the Security Agreement according to their tenor  
and effect, and to secure the payment of all other Secured  
Indebtedness and the performance and observance of all the  
covenants and conditions contained in the Notes, the Security  
Agreement and the Participation Agreement, does hereby convey,  
warrant, mortgage, assign, pledge and grant unto the Security  
Trustee, its successors in trust and assigns, forever, for the  
ratable use and benefit of the holders of the Notes, a security  
interest in, all right, title and interest of the Owner-Trustee in  
the Items of Equipment described in Schedule 1 attached hereto, as  
the same is now and will hereafter be constituted, whether now  
owned by the Owner-Trustee or hereafter acquired, leased or to be  
leased under the Lease, together with all accessories, equipment,  
parts and appurtenances appertaining or attached to such Items of  
Equipment, whether now owned or hereafter acquired, and all  
substitutions, renewals or replacements of and additions,  
improvements, accessions and accumulations to such Items of  
Equipment together with all the rents, issues, income, profits and  
avails thereof, subject, however, to the interest of the Lessee  
under the Lease.

TO HAVE AND TO HOLD the aforesaid property unto the Security Trustee, its successors and assigns forever, upon the terms and conditions set forth in the Security Agreement for the equal and proportionate benefit, security and protection of all present and future holders of the Notes.

This Supplement shall be construed in connection with and as part of the Security Agreement and all terms, conditions and covenants contained in the Security Agreement, except as herein modified, shall be and remain in full force and effect.

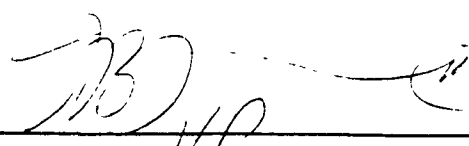
Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Security Agreement-Trust Deed Supplement may refer to the "Security Agreement-Trust Deed dated as of December 15, 1989" or the "Security Agreement" without making specific reference to this Security Agreement-Trust Deed Supplement, but nevertheless all such references shall be deemed to include this Security Agreement-Trust Deed Supplement unless the context shall otherwise require.

This Supplement may be executed and delivered in any number of counterparts, each of such counterparts constituting an original but all together only one Supplement.

This Supplement shall be construed in accordance with and governed by the laws of the State of Illinois.

IN WITNESS WHEREOF, the Owner-Trustee has caused this Supplement to be executed, and The Connecticut Bank and Trust Company, National Association in evidence of its acceptance of the trusts hereby created, has caused this Supplement to be executed on its behalf by one of its duly authorized officers.

WILMINGTON TRUST COMPANY, not  
individually but solely as  
Trustee under Soo Line Trust  
No. 89-1

By:   
Its: \_\_\_\_\_

AS OWNER-TRUSTEE

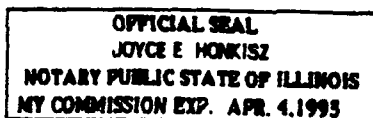
THE CONNECTICUT BANK AND TRUST  
COMPANY, NATIONAL ASSOCIATION

By:   
Its: Vice President

AS SECURITY TRUSTEE

STATE OF ~~DELAWARE~~ <sup>Illinois</sup> )  
COUNTY OF ~~NEW CASTLE~~ <sup>Cook</sup> ) SS

On this 28<sup>th</sup> day of December, 1989, before me personally appeared William B. Sowden III, to me personally known, who being by me duly sworn, says that he is a Vice-President of Wilmington Trust Company, that said instrument was signed on behalf of said corporation in its capacity as Owner-Trustee under the Soo Line Trust No. 89-1 by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



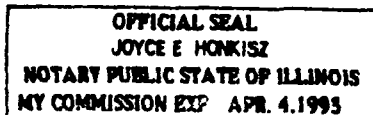
Joyce E. Monkisz  
Notary Public

(SEAL)

My commission expires April 4, 1993

STATE OF ILLINOIS )  
COUNTY OF COOK ) SS

On this 28<sup>th</sup> day of December, 1989, before me personally appeared Mason M. Lemont, to me personally known, who being by me duly sworn, says that he is a Vice President of The Connecticut Bank and Trust Company, National Association that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Joyce E. Monkisz  
Notary Public

(SEAL)

My commission expires: April 4, 1993

DESCRIPTION OF ITEMS OF EQUIPMENT

<u>Identifying Marks and Numbers</u>	<u>Number of Cars</u>	<u>Purchase Price Each</u>	<u>Total Purchase Price</u>
OPEN TOP HOPPER CARS:			
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62186	1	\$40,014.67	\$40,014.67
62283	1	\$40,014.67	\$40,014.67
TOTAL OPEN TOP HOPPER CARS	172		\$6,882,523.24

SCHEDULE 1

(To Equipment Trust and Security Agreement Supplement No. 1)